



The David J. Joseph Company



March 14, 2006

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

RECORDATION NO. 24803-A FILED

MAR 15 '06 9-26 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Rider No. 2 of Master Railroad Equipment Lease Agreement dated as of March 14, 2006 between the following parties:

Lessee: Ohio Central Railroad, Inc. (f/k/a Ohio Central Railroad System)
47849 Papermill Road
Coshocton, OH 43812

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, twenty-seven (27) railcars, involved in this transaction.

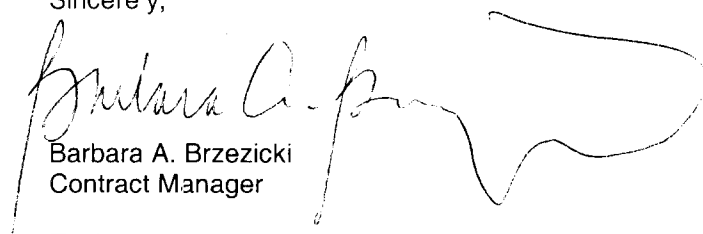
This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Rider No. 2 of Master Railroad Equipment Lease Agreement effective as of July 16, 2004 related to twenty-seven (27) railcars bearing reporting marks MVRV 1 – MVRV 60916, sporadic.

Please file this as a secondary document under the Recordation Number 24803-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24803.

The filing fee in the amount of \$33.00 is included in the enclosed check. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,


Barbara A. Brzezicki
Contract Manager

Enclosures

RECORDATION NO. 24803-A

MAR 15 '06 9-26 AM

MEMORANDUM OF
SURFACE TRANSPORTATION BOARD AMENDMENT NO. 1 TO RIDER NO. 2 OF
MASTER RAILROAD EQUIPMENT LEASE AGREEMENT



This MEMORANDUM OF AMENDMENT NO. 1 TO RIDER NO. 2 OF MASTER RAILROAD EQUIPMENT LEASE ("Memorandum of Amendment No. 1") entered into this 14th day of March, 2006, is intended to evidence the amendment dated as of July 26, 2004 (the "Amendment No. 1"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and OHIO CENTRAL RAILROAD, INC. (f/k/a OHIO CENTRAL RAILROAD SYSTEM), a Ohio corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty-seven (27) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Rider No. 2 to Master Railroad Equipment Lease Agreement (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on February 3, 2004 with Recordation No. 24803. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 24803-A.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: *Everett N. Martin*

Name: Everett N. Martin

Title: Assistant Secretary

STATE OF OHIO

COUNTY OF HAMILTON

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) SS:
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The foregoing instrument was acknowledged before me this 14th day of March, 2006, by
Everett N. Martin, the Assistant Secretary of The David J. Joseph Company, a
Delaware corporation, on behalf of the corporation.

My Commission expires:

2-20-11

Barbara A. Brzezicki
Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires 02-20-11

EXHIBIT A

To the Memorandum of Amendment No. 1 dated March 14, 2006, between The David J. Joseph Company and Ohio Central Railroad, Inc.

DESCRIPTION OF UNITS

Twenty-seven (27) railcars bearing reporting marks:

MVRY	60903
MVRY	60911
MVRY	60916
MVRY	1
MVRY	2
MVRY	4
MVRY	6
MVRY	9
MVRY	10
MVRY	15
MVRY	19
MVRY	21
MVRY	23
MVRY	25
MVRY	26
MVRY	29
MVRY	31
MVRY	34
MVRY	36
MVRY	37
MVRY	38
MVRY	42
MVRY	44
MVRY	45
MVRY	231
MVRY	233
MVRY	234